

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO

THE UNITED STATES OF AMERICA,
THE STATE OF OKLAHOMA,
THE COMMONWEALTH OF PENNSYLVANIA,
THE PENNSYLVANIA DEPARTMENT OF
ENVIRONMENTAL PROTECTION,
AND THE STATE OF WEST VIRGINIA,

Plaintiffs,

v.

Civil Action No. 3:18-cv-2526

MPLX LP,
MARKWEST LIBERTY MIDSTREAM &
RESOURCES, L.L.C.,
MARKWEST ENERGY APPALACHIA, L.L.C,
MARKWEST OHIO FRACTIONATION
COMPANY, L.L.C.,
MARKWEST UTICA EMG, L.L.C,
OHIO CONDENSATE COMPANY, L.L.C.,
MARKWEST OKLAHOMA GAS
COMPANY, L.L.C.,
MARKWEST BUFFALO CREEK GAS
COMPANY, L.L.C.,
MARKWEST JAVELINA COMPANY, L.L.C.,
MARKWEST ENERGY EAST TEXAS GAS
COMPANY, L.L.C., AND
MARKWEST ENERGY WEST TEXAS GAS
COMPANY, L.L.C.,

Defendants.

**MODIFICATION OF CONSENT DECREE TO SUBSTITUTE PARTIES AS TO
CERTAIN CONSENT DECREE REQUIREMENTS**

WHEREAS, Plaintiff the United States of America (“United States”), MPLX LP (“MPLX”), and MarkWest Javelina Company, L.L.C. (“MWJC”) are parties to the Consent Decree that was approved and entered by the Court on January 8, 2019 (Doc. No 8) (the “Consent Decree”);

WHEREAS, on December 23, 2020, MarkWest Energy Operating Company, L.L.C. (“MarkWest”) and Howard Midstream Energy Partners, LLC (“Howard”) executed an Equity Purchase Agreement (the “Purchase Agreement”) whereby Howard agreed to purchase from MarkWest the entire ownership interest in, among other entities, MWJC and assume operation of all assets owned by MWJC. Among the assets owned and operated by MWJC is the MarkWest Javelina Gas Processing Facility located at 5438 Union Street, Corpus Christi, Texas 78407 (the “Facility”). Presently, under the Consent Decree, MPLX and MWJC are liable for the Facility’s compliance with the Consent Decree’s terms;

WHEREAS, pursuant to the Purchase Agreement, following closing of the transaction, Howard is assuming all of MWJC’s Consent Decree compliance obligations at the Facility;

WHEREAS, pursuant to Paragraph 5 of the Consent Decree, MPLX advised Howard of the existence of the Consent Decree and provided notice of the sale to the United States;

WHEREAS, Paragraph 6 of the Consent Decree provides that prior to the transfer of the Facility to Howard, Howard must execute a modification to the Consent Decree to make the terms of the Consent Decree related to the ownership or operation of the Facility applicable to Howard;

WHEREAS, Paragraph 6 of the Consent Decree further provides that the Parties may agree to modify the Consent Decree to relieve MPLX of its liability for and make Howard solely responsible for its and MWJC’s obligations and liability applicable to the Facility;

WHEREAS, Paragraph 174 of the Consent Decree provides that material modifications to the Consent Decree shall be in writing and subject to approval by the Court;

WHEREAS, pursuant to Paragraphs 6 and 174 of the Consent Decree, the Court's approval of this Modification is required; and

WHEREAS, each of the undersigned has reviewed and hereby consents to this Modification of the Consent Decree;

NOW THEREFORE, the United States, MPLX, and Howard agree that upon the approval of the Court:

1. Following the closing of the transaction contemplated by the Purchase Agreement, Howard shall acquire all ownership interests in MWJC and assume all of MPLX's obligations and liabilities with respect to the Facility's compliance with the Consent Decree, the Consent Decree shall only apply to Howard with respect to the Facility, and Howard shall be jointly and severally liable with MWJC for obligations and liabilities under the Consent Decree with respect to the Facility. Notices under Section IX with respect to the Facility shall be sent to the following:

Howard Midstream Energy Partners, LLC
16211 La Cantera Pkwy., Suite 202
San Antonio, Texas 78256
Attention: General Counsel
Email: legal@howardep.com

2. Following the closing of the sale of the ownership interest of MWJC to Howard, pursuant to Paragraph 6 of the Consent Decree, MPLX shall be relieved from its obligations and liabilities for the Consent Decree as to the Facility. MPLX shall continue to have obligations and liabilities under the Consent Decree as provided in Paragraph 11 of the Consent Decree with respect to all other Covered Facilities.

3. Howard represents, and the United States has no basis to dispute, that Howard has the financial and technical ability to comply with the requirements of the Consent Decree as owner and operator of the Facility.

DATED this 25th Day of February 2021.

s/James G. Carr

UNITED STATES DISTRICT JUDGE
NORTHERN DISTRICT OF OHIO

We hereby consent to the Modification of Consent Decree in the matter of United States et al. v. MPLX LP, et al.

FOR THE UNITED STATES OF AMERICA

ELLEN M. MAHAN
Deputy Assistant Attorney General
Environment and Natural Resources Division
U.S. Department of Justice

/s/James D. Freeman
JAMES D. FREEMAN
Senior Attorney
Environmental Enforcement Section
Environment and Natural Resources Division
United States Department of Justice
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We hereby consent to the Modification of Consent Decree in the matter of United States et al. v. MPLX L.P., et al.

MPLX LP

DocuSigned by:

Michael Hennigan

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MICHAEL J. HENNIGAN

Chairman, President Chief Executive Officer

200 East Hardin Street

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DocuSigned by:

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HOWARD MIDSTREAM
ENERGY PARTNERS, LLC

BRANDON BURCH

Senior Vice President, Operations and Engineering

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We hereby consent to the Modification of Consent Decree in the matter of United States et al. v. MPLX L.P., et al.

MPLX LP

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